

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
EASTERN DIVISION**

In re:

WOMEN'S APPAREL GROUP, LLC

Debtor

Chapter 11

Case No. 11-16217-JNF

**OBJECTION OF UNITED STATES TRUSTEE TO MOTION FILED BY DEBTOR
WOMEN'S APPAREL GROUP LLC FOR (I) AUTHORIZATION TO (A) OBTAIN
SECURED POST-PETITION FINANCING PURSUANT TO 11 U.S.C. 105, 361, 362 AND
364(C) AND (D); (B) GRANT SECURITY INTERESTS, SUPERPRIORITY CLAIMS
AND ADEQUATE PROTECTION; AND (C) USE OF CASH COLLATERAL AND (II)
SCHEDULING A FINAL HEARING PURSUANT TO BANKRUPTCY RULE 4001(C)
(EMERGENCY DETERMINATION REQUESTED)**

Pursuant to 28 U. S. C. 586, 11 U.S.C. 307, 361, 362, 363 and 364, Fed. R. Bankr. P. 4001 and MLBR 4001-2, the United States Trustee objects to the motion seeking authorization for Women's Apparel Group LLC ("Debtor") to obtain secured post-petition financing, to grant security interests, super priority claims and adequate protection and use of cash collateral regarding Distinctive Apparel, Inc. ("DAI") dated on or about July 12, 2011 (D.E.#s 48 and 78) as follows:

The United States Trustee hereby incorporates the objection filed by NL Ventures VII United LLC on July 22, 2011 (D.E.# 131) and specifically states that any final order should reserve section 506(c) rights and designate quantified funds to wind down the Debtor's affairs for any subsequently appointed chapter 11 trustee or chapter 7 trustee.

WHEREFORE, the United States Trustee prays that the Court enter orders denying the motion and granting him all other legal and equitable relief to which he may be entitled.

Respectfully submitted,

WILLIAM K. HARRINGTON
United States Trustee

Dated: July 28, 2011

By: /s/ Paula R. C. Bachtell
Paula R. C. Bachtell, BBO# 564155
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CERTIFICATE OF SERVICE

The above signed certifies that on July 28, 2011, true and correct copies of the foregoing Objection were served via the U.S. Bankruptcy Court's CM/ECF filing system.

IRS
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MDET
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